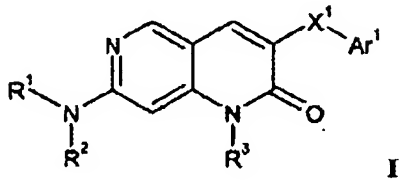
CLAIM LISTING:

Claims 1-59 (Canceled)

60. (Original) A compound of the Formula I



I

or a pharmaceutically acceptable salt thereof,

wherein:

X^1 is O, NR^4 (where R^4 is hydrogen or alkyl), S, or CR^5R^6 (where R^5 and R^6 are independently hydrogen or alkyl) or C=O;

Ar^1 is aryl or heteroaryl;

R^2 is hydrogen alkyl, acyl, alkoxycarbonyl, aryloxycarbonyl, heteroalkylcarbonyl, heteroalkyloxycarbonyl or $-R^{21}-R^{22}$ where R^{21} is alkylene or –C(=O)- and R^{22} is alkyl or alkoxy;

R^1 is hydrogen, alkyl, haloalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, heteroalkylsubstituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl, cyanoalkyl, heterocyclyl, heterocyclylalkyl, R^{12}-SO_2-heterocycloamino (where R^{12} is haloalkyl, aryl, aryalkyl, heteroaryl or heteroaralkyl), $-Y^1$-C(O)-Y^2 -R^{11} (where Y^1 and Y^2 are independently either absent or an alkylene group and R^{11} is hydrogen, alkyl, haloalkyl, hydroxy, alkoxy, amino, monoalkylamino or dialkylamino), (heterocyclyl)(cycloalkyl)alkyl or (heterocyclyl)(heteroaryl)alkyl; and

R^3 is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, haloalkyl, heteroalkyl, cyanoalkyl, alkylene–C(O)–R^{31} (where R^{31} is hydrogen, alkyl, hydroxy, alkoxy, amino, monoalkylamino or dialkylamino), amino, monoalkylamino, dialkylamino or NR^{32}-Y^3-R^{33} (where Y^3 is –C(O), -C(O)O-, -C(O)NR^{34}, $S(O)_2$ or $S(O)_2NR^{35}$; R^{32}, R^{34} and R^{35} are independently

hydrogen or alkyl; and R^{33} is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, heteroalkyl or optionally substituted phenyl) or acyl.

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61. (Original) The compound of Claim ~~1~~ 60, wherein Ar^1 is optionally substituted phenyl.

62. (Original) The compound of Claim 61, wherein X^1 is O or CH_2 .

63. (Original) The compound of Claim 62, wherein X^1 is O.

64. (Original) The compound of Claim 63 wherein R^1 is aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroalkylsubstituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl, heterocyclyl or heterocyclylalkyl.

65. (Original) The compound of Claim 64, wherein R^1 is heteroalkylsubstituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl or heterocyclyl.

66. (Original) The compound of Claim 65, wherein R^1 is heterocyclyl.

67. (Original) The compound of Claim 65, wherein R^1 is heteroalkyl.

68. (Original) The compound of Claim 67, wherein R^1 is hydroxyalkyl.

69. (Original) The compound of Claim 65, wherein Ar^1 is 2-substituted-phenyl, 4-substituted-phenyl or 2,4-disubstituted-phenyl.

70. (Original) The compound of Claim 69, wherein Ar^1 is 2-chlorophenyl, 2-fluorophenyl, 2-methylphenyl, 2-fluoro-4-methylphenyl, 4-fluoro-2-methyl or 2,4-difluorophenyl.

71. (Original) The compound of Claim 70, wherein R^3 is methyl.

72. (Original) The compound of Claim 71, wherein R^1 is heteroalkyl substituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl or heterocyclyl.

73. (Original) The compound of Claim 72, wherein R^1 is heterocyclyl.

74. (Original) The compound of Claim 72, wherein R^1 is heteroalkyl.

75. (Original) The compound of Claim 72, wherein R^1 is hydroxyalkyl.

76. Currently Amended) A method for treating p38 mediated ~~disorder~~ **arthritis, said method** comprising administering to a patient in need of such treatment, an effective amount of a compound of Claim 60.

77. (Canceled)